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7
8 UNITED STATES BANKRUPTCY COURT
9
10 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

11 In re
12 PG&E Corporation
13 - and -
14 PACIFIC GAS AND ELECTRIC
COMPANY,
15 Debtors.
16 ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
17 ☒ Affects both Debtors
18 **All papers should be filed in the Lead Case,
No 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

District Case No. 20-cv-04949-HSG

**CANYON CAPITAL ADVISORS LLC'S
STATEMENT OF ISSUES AND
DESIGNATION OF ITEMS TO BE
INCLUDED IN THE RECORD, AND
CERTIFICATION REGARDING
TRANSCRIPTS**

20 CANYON CAPITAL ADVISORS LLC,
21 Appellant
22 v.
23 PG&E CORPORATION, et al.,
Appellees.

1 NOTICE IS HEREBY GIVEN that Canyon Capital Advisors LLC, acting on behalf of its
2 managed funds and accounts (“Canyon” or “Appellant”) hereby provides, pursuant to Rule 8009 of
3 the Federal Rules of Bankruptcy Procedure, the following statement of issues, designation of items
4 to be included in the record, and certificate regarding transcripts in connection with Appellant’s
5 *Notice of Appeal and Statement of Election to Have Appeal Heard by District Court* [D.I. 8448] (the
6 “Notice of Appeal”). As set forth in the Notice of Appeal, Appellant appeals from (i) the *Order*
7 *Confirming Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated*
8 *June 19, 2020* [D.I. 8053] entered on June 20, 2020 (the “Confirmation Order”) and (ii) the related
9 *Memorandum Decision – Confirmation of Debtors’ and Shareholder Proponents’ Joint Chapter 11*
10 *Plan of Reorganization* [D.I. 8001] entered on June 17, 2020 (the “Confirmation Memorandum”
11 and, together with the Confirmation Order, the “Confirmation Order and Memorandum”) by the
12 United States Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”).
13 The Confirmation Memorandum incorporates by reference the Bankruptcy Court’s prior decisions
14 in (x) the *Interlocutory Order Regarding Postpetition Interest* [D.I. 5669] entered on February 6,
15 2020 (the “PPI Order”) and (y) the related *Memorandum Decision Regarding Postpetition Interest*
16 [D.I. 5226] entered on December 30, 2019 (the “PPI Memorandum” and, together with the PPI
17 Order, the “PPI Order and Memorandum”). Appellant specifically appeals from the Bankruptcy
18 Court’s ruling in the PPI Order and Memorandum as incorporated into the Confirmation Order and
19 Memorandum.

20 **STATEMENT OF ISSUES ON APPEAL**

21 Did the Bankruptcy Court err in ruling that the amount of post-petition interest owed on
22 account of unsecured claims that are treated as unimpaired in the Chapter 11 plan of a solvent debtor
23 must be determined using the federal judgment rate?

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1 If the Bankruptcy Court erred in its ruling, is the amount of post-petition interest owed by
2 the Debtors¹ on account of Appellant's² Claims to be determined using the interest rate set forth in
3 the documentation for Appellants's Claims?

4 If the amount of post-petition interest owed by the Debtors on account of Appellant's Claims
5 is to be determined using the interest rate set forth in the documentation for Appellant's Claims,
6 should it be the default or non-default rate?

7 If the amount of post-petition interest owed on account of Appellant's Claims as of the
8 Effective Date was greater than the amount of post-petition interest that was distributed on account
9 of Appellant's Claims on the Effective Date, should Reorganized HoldCo or Reorganized Utility,
10 as applicable, be required to pay the additional amount owed?

11 Is this appeal moot by reason of the occurrence of the Effective Date?

12 Do any of the releases, exculpations and injunctions contained in the Plan or the
13 Confirmation Order, or any terms of the Noteholder RSA, in any way affect this appeal or the
14 remedies available to the Court?

15 **DESIGNATION OF RECORD ON APPEAL**

16 Appellant hereby designates the following items to be included in the record on appeal,
17 which includes all exhibits and addenda attached thereto and filed therewith and all documents
18 incorporated by reference therein:

Item	Filing Date	Docket No. ³
Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief	Feb. 1, 2019	263

25 ¹ Capitalized terms not defined herein have the meaning set forth in the Debtors' and
26 Shareholder Proponents' Joint Plan of Chapter 11 Reorganization Dated March 16, 2020, as
amended (the "Plan") [D.I. 1-3, Ex. A].

27 ² "Appellant's Claims" means the Claims of the managed funds and accounts on whose behalf
Canyon Capital Advisors LLC appeared in the relevant proceedings in Bankruptcy Court and in this
appeal.

28 ³ Unless otherwise indicated, all references herein to "Docket No." shall be to the docket
maintained in the above-captioned chapter 11 cases.

Schedule E/F: Creditors Who Have Unsecured Claims For Non-Individual Debtor PG&E Corporation	Mar. 14, 2019	900
Schedule E/F: Creditors Who Have Unsecured Claims For Non-Individual Debtor Pacific Gas and Electric Company	Mar. 14, 2019	906
Debtors' Joint Chapter 11 Plan of Reorganization	Sept. 9, 2019	3841
Debtors' First Amended Joint Chapter 11 Plan of Reorganization	Sept. 23, 2019	3966
Verified Statement of Ad Hoc Committee of Holders of Trade Claims Pursuant to Bankruptcy Rule 2019	Oct. 16, 2019	4214
Order Establishing Pre-Confirmation Briefing and Hearing Schedule for Certain Legal Issues	Oct. 31, 2019	4540
Debtors' Joint Chapter 11 Plan of Reorganization Dated November 4, 2019	Nov. 4, 2019	4563
Debtors' Brief Regarding Applicable Rate of Postpetition Interest on Allowed Unsecured Claims and Joinder of PG&E Shareholders (the "Debtors' Opening Brief")	Nov. 8, 2019	4624
Consolidated Edison Development Inc.'s Reservation of Rights Regarding Postpetition Interest on Unsecured Claims	Nov. 8, 2019	4625
Consolidated Opening Brief of the Official Committee of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claim in a Solvent Debtor Case (the "Creditor Groups' Opening Brief")	Nov. 8, 2019	4634

1	Joinder in Consolidated Opening Brief of the Official Committee of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case	Nov. 8, 2019	4636
2			
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6	Reservation of Rights of the Ad Hoc Group of Subrogation Claim Holders Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case	Nov. 22, 2019	4840
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8			
9	Debtors' Brief in Opposition to Consolidated Opening Brief of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case; Joinder of PG&E Shareholders (the "Debtors' Responsive Brief" and, together with the Debtors' Opening Brief, the "Debtors' Briefs")	Nov. 22, 2019	4849
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16	Consolidated Reply Brief of the Official Committee of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case (the "Creditor Groups' Responsive Brief" and, together with the Creditor Groups' Opening Brief, the "Creditor Groups' Briefs")	Nov. 22, 2019	4855
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22	Letter Dated Dec. 5, 2019 in Support of Creditor Groups' Briefs	Dec. 5, 2019	5003
23			
24	Letter Dated Dec. 6, 2019 in Support of Debtors' Briefs	Dec. 6, 2019	5018
25			
26	Memorandum Decision Regarding Postpetition Interest	Dec. 30, 2019	5226
27			
28	First Amended Verified Statement of Ad Hoc Committee of Holders of Trade Claims Pursuant to Bankruptcy Rule 2019	Dec. 10, 2019	5060

1	Debtors' and Shareholder		
2	Proponents' Joint Chapter 11 Plan of	Dec. 12, 2019	5101
3	Reorganization Dated December 12,		
4	2019		
5	DOCKET TEXT ORDER (no separate		
6	order issued:) For the Make-Whole		
7	Optional Redemption issue arguments on		
8	January 14, 2020, at 10:00 AM, Debtors		
9	and the joining Shareholders will have a		
10	total of one hour, including time for		
11	rebuttal, to be shared as their counsel		
12	agree. The opposing creditor groups will		
13	also have one hour, to be shared as their		
14	counsel agree. At the conclusion of the		
15	hearing the court would like counsel to be	Jan. 9, 2020	N/A
16	prepared to address the questions raised in		
17	the Memorandum Decision regarding		
18	Postpetition Interest (Dkt. No. 5226),		
19	namely whether orders disposing of that		
20	issue and the Make-Whole issue should be		
21	certified for direct appeal to the court of		
22	appeal, certified as final under FRCP		
23	54(b), or both, or neither. (RE: related		
24	document(s)[4896] Support		
25	Brief/Memorandum filed by Debtor PG&E		
26	Corporation). (Montali, Dennis)		
27	Trade Committee's Statement in		
28	Connection with January 29, 2020 Status	Jan. 27, 2020	5517
	Conference		
	Debtors' Motion Pursuant to 11 U.S.C. §§		
	363(b) and 105(a) and Fed. R. Bankr. P.		
	6004 and 9019 for Entry of an Order (I)		
	Approving and Authorizing the Debtors to		
	Enter into Restructuring Support		
	Agreement with Consenting Noteholders		
	and Shareholder Proponents and (II)		
	Granted Related Relief	Jan. 27, 2020	5519
	Declaration Of Jason P. Wells In Support		
	Of Debtors' Motion Pursuant To 11 U.S.C.		
	§§ 363(B) And 105(A) And Fed. R. Bankr.		
	P. 6004 And 9019 For Entry Of An Order		
	(I) Approving And Authorizing The		
	Debtors To Enter Into Restructuring		
	Support Agreement With Consenting	Jan. 27, 2020	5520

1	Noteholders And Shareholder Proponents, And (Ii) Granting Related Relief		
2			
3	William B. Abrams Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 363(B) And 105(A) And Fed. R. Bankr. P. 6004 And 9019 For Entry Of An Order (I) Approving And Authorizing The Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders And Shareholder Proponents, And (Ii) Granting Related Relief [Dkt. 5519]	Jan. 31, 2020	5576
4			
5	Statement And Reservation Of Rights Of Administrative Agent In Response To Debtors' Motion For Approval Of Restructuring Support Agreement	Jan. 31, 2020	5581
6			
7	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated January 31, 2020	Jan. 31, 2020	5590
8			
9	Statement And Reservation Of Rights Of The Official Committee Of Unsecured Creditors Regarding The Noteholder RSA Motion	Feb. 3, 2020	5595
10			
11	Limited Objection of the Ad Hoc Committee of Holders of Trade Claims to Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Approving and Authorizing the Debtors to Enter into Restructuring Support Agreement with Consenting Noteholders and Shareholder Proponents and (II) Granted Related Relief	Feb. 3, 2020	5596
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1	Statement Of Bokf, Na As Indenture Trustee		
2	In Support Of Debtors' Motion Pursuant To		
3	11 U.S.C. §§ 363(B) And 105(A) And Fed.		
4	R. Bankr. P. 6004 And 9019 For Entry Of An	Feb. 3, 2020	5597
5	Order (I) Approving And Authorizing The		
6	Debtors To Enter Into Restructuring Support		
7	Agreement With Consenting Noteholders		
8	And Shareholder Proponents, And (Ii)		
9	Granting Related Relief.		
10	Reservation Of Rights Re: Debtors' Motion		
11	Pursuant To 11 U.S.C. 363(B) And 105(A)		
12	And Fed. R. Bankr. P. 6004 And 9019 For	Feb. 3, 2020	5602
13	Entry of An Order (I) Approving And		
14	Authorizing The Debtors To enter Into		
15	Restructuring support Agreement With		
16	consenting Noteholders And shareholder		
17	Proponents, And (II)Granting Related		
18	Relief.		
19	Order Pursuant To 11 U.S.C. §§ 363(B) And		
20	105(A) And Fed. R. Bankr. P. 6004 And		
21	9019 (I) Approving And Authorizing The	Feb. 5, 2020	5637
22	Debtors To Enter Into Restructuring Support		
23	Agreement With Consenting Noteholders		
24	And Shareholder Proponents, And (II)		
25	Granting Related Relief		
26	Interlocutory Order Regarding Postpetition		
27	Interest	Feb. 6, 2020	5669
28	Objection of the Ad Hoc Committee of		
	Holders of Trade Claims to the Proposed		
	Disclosure Statement for Debtors' and	March 6, 2020	6152
	Shareholder Proponents' Joint Chapter 11		
	Plan of Reorganization		
	Debtors' and Shareholder Proponents'		
	Joint Chapter 11 Plan of Reorganization	March 9, 2020	6217
	Dated March 9, 2020		
	Debtors' and Shareholder Proponents'		
	Joint Chapter 11 Plan of Reorganization	March 16, 2020	6320
	Dated March 16, 2020		

1	Reservation of Rights and Limited		
2	Objection to Confirmation of Debtors'	May 15, 2020	7221
3	and Shareholder Proponents' Joint		
4	Chapter 11 Plan of Reorganization,		
	Dated March 16, 2020		
5	Objection of the Ad Hoc Committee of		
6	Holders of Trade Claims to Confirmation	May 15, 2020	7288
7	of Debtors' and Shareholder Proponents'		
	Joint Chapter 11 Plan of Reorganization		
	Dated March 16, 2020		
8	Teichert Pipelines' Objection to	May 15, 2020	7289
9	Proposed Cure Amount		
10	Limited Objection of the Official	May 15, 2020	7300
11	Committee of Unsecured Creditors to		
	Plan Confirmation		
12	Debtors' and Shareholder Proponents'	May 22, 2020	7521
13	Joint Chapter 11 Plan of Reorganization		
	Dated May 22, 2020		
14	Plan Proponents' Joint Memorandum of		
15	Law and Omnibus Response in Support of	May 22, 2020	7528
16	Debtors' and Shareholder Proponents'		
	Joint Chapter 11 Plan of Reorganization		
17	Notice of Filing of Debtors' and	June 5, 2020	7793
18	Shareholder Proponents' Updated		
	Objection Summary Chart		
19	Memorandum Decision –		
20	Confirmation of Debtors' and	June 17, 2020	8001
21	Shareholder Proponents' Joint		
	Chapter 11 Plan of Reorganization		
22	Debtors' and Shareholder Proponents'	June 19, 2020	8048
23	Joint Chapter 11 Plan of Reorganization		
	Dated June 19, 2020		
24	Order Confirming Debtors' and	June 20, 2020	8053
25	Shareholder Proponents' Joint		
26	Chapter 11 Plan of Reorganization		
	Dated June 19, 2020		
27	<i>Onink v. Cardelucci (In re Cardelucci)</i> , 286	N/A	N/A
28	F.3d 1231 (9 th Cir. 2002)		

Hearing Transcripts	Filing Date	Docket No.
Transcript of Aug. 13, 2019 Hearing	Aug. 14, 2019	3540
Transcript of Sept. 24, 2019 Hearing	Sept. 25, 2019	4003
Transcript of Oct. 7, 2019 Hearing	Oct. 8, 2019	4162
Transcript of Oct. 23, 2019 Hearing	Oct. 24, 2019	4467
Transcript of Dec. 11, 2019 Hearing	Dec. 12, 2019	5085
Transcript of Hearing at Jan. 29, 2020 at 10:00 a.m. (PST)	Jan. 30, 2020	5562
Transcript of Hearing at Jan. 29, 2020 at 1:30 p.m. (PST)	Jan. 30, 2020	5563
Transcript of Feb. 4, 2020 Hearing	Feb. 5, 2020	5634
Transcript of May 27, 2020 Hearing	May 28, 2020	7637
Transcript of May 28, 2020 Hearing	May 29, 2020	7665
Transcript of May 29, 2020 Hearing	June 1, 2020	7701
Transcript of June 1, 2020 Hearing	June 2, 2020	7710
Transcript of June 3, 2020 Hearing	June 4, 2020	7784
Transcript of June 4, 2020 Hearing	June 5, 2020	7809
Transcript of June 5, 2020 Hearing	June 9, 2020	7843
Transcript of June 8, 2020 Hearing	June 10, 2020	7869
Transcript of June 11, 2020 Hearing	June 12, 2020	7932
Transcript of June 16, 2020 Hearing	June 17, 2020	7984
Transcript of June 19, 2020 Hearing	June 22, 2020	8066

Appellant reserves the right to designate additional items for inclusion in the record and/or
restate issues presented on appeal.

1 **CERTIFICATE REGARDING TRANSCRIPTS**

2 Appellant certifies pursuant to Bankruptcy Rule 8009(b)(1) that it is not ordering any
3 transcripts. All transcripts have been prepared, are filed on the docket, and have been designated in
4 the record.

5
6 DATED: July 31, 2020

**QUINN EMANUEL URQUHART & SULLIVAN
LLP**

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8
9 By: /s/ Bennett Murphy
10 Bennett Murphy
11 Jennifer Nassiri

12 *Attorneys for Canyon Capital Advisors LLC*
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